

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

PROMESA Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

**URGENT MOTION
OF THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR LEAVE TO EXCEED PAGE LIMIT FOR JOINT MOTION
OF THE COMMONWEALTH OF PUERTO RICO, THE EMPLOYEES RETIREMENT
SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO,
AND THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY FOR AN ORDER (I)
APPROVING DISCLOSURE STATEMENT, (II) FIXING VOTING RECORD DATE,
(III) APPROVING CONFIRMATION HEARING NOTICE AND CONFIRMATION
SCHEDULE, (IV) APPROVING SOLICITATION PACKAGES AND DISTRIBUTION
PROCEDURES, (V) APPROVING FORMS OF BALLOTS AND ELECTION NOTICES,
AND VOTING AND ELECTION PROCEDURES, (VI) APPROVING NOTICE OF
NON-VOTING STATUS, (VII) FIXING VOTING, ELECTION, AND CONFIRMATION
DEADLINES, AND (VIII) APPROVING VOTE TABULATION PROCEDURES**

To the Honorable United States District Judge Laura Taylor Swain:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as
sole representative of the Commonwealth of Puerto Rico (the “Commonwealth”), the Employees

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19- BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”), and the Puerto Rico Public Buildings Authority (“PBA,” and collectively with the Commonwealth and ERS, the “Debtors”), pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² respectfully submits this urgent motion (“Urgent Motion”) for an order substantially in the form as **Exhibit A** hereto, allowing the Debtors to exceed the thirty-five (35) page limit set forth in Paragraph I.E. of the *Tenth Amended Notice, Case Management and Administrative Procedures* [ECF No. 8027-1] (“Case Management Procedures”) with respect to the *Joint Motion of the Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority for an Order (i) Approving Disclosure Statement, (ii) Fixing Voting Record Date, (iii) Approving Confirmation Hearing Notice and Confirmation Schedule, (iv) Approving Solicitation Packages and Distribution Procedures, (v) Approving Forms of Ballots and Election Notices, and Voting and Election Procedures, (vi) Approving Notice of Non-voting Status, (vii) Fixing Voting, Election, and Confirmation Deadlines, and (viii) Approving Vote Tabulation Procedures* (the “Solicitation Procedures Motion”) the Debtors intend to file on February 28, 2020. In support of this Urgent Motion, the Oversight Board respectfully states as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject-matter jurisdiction over this matter pursuant to PROMESA § 306(a).
2. Venue is proper pursuant to PROMESA § 307(a).

RELIEF REQUESTED

3. The Oversight Board respectfully requests leave to exceed the page limit for the

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

Solicitation Procedures Motion. The Oversight Board respectfully requests it be limited to no more than forty-five (45) pages for the Solicitation Procedures Motion, exclusive of the cover page, table of contents and authorities, signature pages, exhibits, and certificate of service.

BASIS FOR RELIEF

4. Paragraph I.E. of the Case Management Procedures provides that “[u]nless prior permission has been granted . . . memoranda of law in support of motions or Objections are limited to thirty-five (35) pages.” Case Management Procedures ¶ I.E.

5. On February 9, 2020, with the assistance of the Court-appointed Mediation Team,³ the Oversight Board entered into that certain Plan Support Agreement, dated February 9, 2020 (the “PSA”), by and among the Oversight Board, as representative of the Commonwealth, PBA, and ERS, holders of certain GO Bond Claims, CW Guarantee Bond Claims, and PBA Bond Claims (each as defined in the PSA).

6. Pursuant to the PSA, the Oversight Board agreed to file a plan of adjustment consistent with the terms of the PSA on or before February 28, 2020. *See* PSA § 4.1.

7. Together with such plan of adjustment and disclosure statement, the Oversight Board intends to file on February 28, 2020 the Solicitation Procedures Motion, which, among other things, seeks approval of (i) the adequacy of the information contained in the disclosure statement, (ii) procedures to solicit votes to accept or reject the plan of adjustment, and (iii) a schedule for the confirmation of the plan of adjustment.

8. Given the complexity of the plan of adjustment to be filed, and the intricacies of the procedures necessary to solicit votes of such joint plan for three Title III debtor entities, additional pages are need to adequately summarize such procedures in the Solicitation Procedures Motion. The

³ The “Mediation Team” was established pursuant to the *Order Appointing Mediation Team* [ECF No. 430].

Oversight Board respectfully requests leave to file the Solicitation Procedures Motion not to exceed forty-five (45) pages in length, exclusive of the cover page, the tables of contents and authorities, the signature page, exhibits, and the certificate of service.

9. The Oversight Board respectfully submits that the request made herein is reasonable in light of the length and complexity of the Solicitation Procedures Motion.

CERTIFICATION

10. Pursuant to Section I.H. of the *Tenth Amended Notice, Case Management and Administrative Procedures*, undersigned counsel certifies that it engaged in reasonable, good faith communications with counsel to parties that may object. As required by Local Bankruptcy Rule 9013-1(a)(2), the undersigned counsel certify that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the undersigned counsel have not created the urgency through lack of due diligence on their part.

NO PRIOR REQUEST

11. No prior request for the relief requested herein has been made by the Oversight Board to this or to any other court.

WHEREFORE, the Oversight Board respectfully requests that this Court enter an order substantially in the form attached hereto as **Exhibit A** granting the relief requested herein and granting such other relief as this Court deems just and proper.

[Remainder of page intentionally left blank.]

Dated: February 27, 2020

Respectfully submitted,

San Juan, Puerto Rico

/s/ Hermann D. Bauer

Hermann D. Bauer

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CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

/s/ Hermann D. Bauer
Hermann D. Bauer

EXHIBIT A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

PROMESA Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

**ORDER GRANTING URGENT MOTION OF THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR LEAVE TO EXCEED PAGE LIMIT FOR JOINT MOTION
OF THE COMMONWEALTH OF PUERTO RICO, THE EMPLOYEES RETIREMENT
SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO,
AND THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY FOR AN ORDER (I)
APPROVING DISCLOSURE STATEMENT, (II) FIXING VOTING RECORD DATE, (III)
APPROVING CONFIRMATION HEARING NOTICE AND CONFIRMATION
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AND VOTING AND ELECTION PROCEDURES, (VI) APPROVING NOTICE OF NON-
VOTING STATUS, (VII) FIXING VOTING, ELECTION, AND CONFIRMATION
DEADLINES, AND (VIII) APPROVING VOTE TABULATION PROCEDURES**

Upon consideration of the *Urgent Motion of the Financial Oversight and Management Board for Leave to Exceed Page Limit for Joint Motion of the Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority for an Order (i) Approving Disclosure Statement, (ii) Fixing*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Voting Record Date, (iii) Approving Confirmation Hearing Notice and Confirmation Schedule, (iv) Approving Solicitation Packages and Distribution Procedures, (v) Approving Forms of Ballots and Election Notices, and Voting and Election Procedures, (vi) Approving Notice of Non-voting Status, (vii) Fixing Voting, Election, and Confirmation Deadlines, and (viii) Approving Vote Tabulation Procedures (the “Urgent Motion”),² seeking leave allowing the Debtors to file the Solicitation Procedures Motion in excess of the thirty-five (35) page limit set forth in the Case Management Procedures, the Court hereby FINDS AND DETERMINES that (i) the Court has jurisdiction to consider the Urgent Motion and the relief requested therein pursuant to PROMESA § 306(a); (ii) venue is proper before this Court pursuant to PROMESA § 307(a), (iii) the relief requested in the Urgent Motion is proper and in the best interest of the Title III debtors, their creditors, and other parties in interest; and (iv) due and proper notice of this Urgent Motion has been provided under the particular circumstances and no other or further notice need be provided. Accordingly, it is hereby ORDERED THAT:

1. The Urgent Motion is **GRANTED** as set forth herein.
2. The Debtors may exceed the thirty-five page limit set forth in the Case Management Procedures by filing the Solicitation Procedures Motion of no more than forty-five (45) pages, exclusive of the cover page, tables of contents and authorities, signature page, exhibits, and the certificate of service.
3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation or interpretation of this Order.

Dated: February __, 2020

SO ORDERED:

Honorable Judge Laura Taylor Swain
United States District Judge

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.